

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

VIVIAN AND LEONARD JUDELSON, as
Trustees of the VIVIAN JUDELSON
REVOCABLE TRUST DATED 10/9/95, and
VIVIAN S. JUDELSON CONTRIBUTORY
IRA, Individually and On Behalf of All
Others Similarly Situated,

Plaintiffs,

vs.

TARRAGON CORPORATION, WILLIAM
S. FRIEDMAN, ROBERT P.
ROTHENBERG and ERIN D. PICKENS,

Defendants.

HENRY NELSON, Individually and On
Behalf of All Others Similarly Situated,

Plaintiffs,

vs.

TARRAGON CORPORATION, WILLIAM
S. FRIEDMAN, ROBERT P.
ROTHENBERG and ERIN D. PICKENS,

Defendants.

Electronically Filed

Civil Action No. 1:07-cv-07972
(ECF Case)

Civil Action No. 1:07-cv-08438-UA
(ECF Case)

[Captions continued on next page]

**DECLARATION OF EVAN J. SMITH IN SUPPORT OF THE MOTION
OF THE TARRAGON INVESTOR GROUP TO CONSOLIDATE ACTIONS,
TO BE APPOINTED LEAD PLAINTIFF AND FOR APPROVAL OF LEAD
PLAINTIFF'S SELECTION OF LEAD COUNSEL AND LIAISON COUNSEL**

PAUL BERGER, Individually and On Behalf of All Others Similarly Situated,

Plaintiffs,

vs.

TARRAGON CORPORATION, WILLIAM S. FRIEDMAN, ROBERT P. ROTHENBERG and ERIN D. PICKENS,

Defendants.

Civil Action No. 1:07-cv-08689-PKC
(ECF Case)

Evan J. Smith, declares under penalty of perjury this 13th day of November, 2007:

1. I am a partner with the law firm of Brodsky & Smith, LLC, proposed Liaison Counsel for class members Kurt A. Prescott, Leslie R. Bowers, and Dale R. Jesse, individually and as Trustee for the Seaside Resources Retirement Trust (collectively, the “Tarragon Investor Group”).

2. I respectfully submit this declaration in support of the motion of the Tarragon Investor Group for consolidation of the related actions, the appointment of Lead Plaintiff and for approval of Lead Plaintiff’s selection of Lead Counsel and Liaison Counsel.

3. Attached hereto as Exhibit A are true and correct copies of sworn certifications for the members of the Tarragon Investor Group pursuant to the requirements of the Private Securities Litigation Reform Act of 1995. 15 U.S.C. § 78u-4(a)(2).

4. Attached hereto as Exhibit B is a true and correct copy of the notice to class members concerning the first-filed of the above-captioned actions that was published on September 11, 2007 on *Business Wire* advising the public of the pendency of a class action filed on behalf of shareholders of Tarragon Corporation (“Tarragon”).

5. Attached hereto as Exhibit C is a true and correct copy of a chart of the Tarragon Investor Group's transactions and approximate losses in Tarragon securities.

6. Attached hereto as Exhibit D is a true and correct copy of the firm biography for Schiffрин Barroway Topaz & Kessler, LLP, the law firm seeking the Court's approval as Lead Counsel.

7. Attached hereto as Exhibit E is a true and correct copy of the firm biography for Brodsky & Smith, LLC, the law firm seeking the Court's approval as Liaison Counsel.

I hereby declare under penalty of perjury that the foregoing is true and correct.

Dated: November 13, 2007

/s Evan J. Smith, Esquire (ES3254)
Evan J. Smith (ES3254)